

Exhibit 30

POLARITYTE, INC.

FORM S-3/A

(Securities Registration Statement (simplified form))

Filed 08/03/16

Address	123 NORTH WRIGHT BROTHERS DRIVE SALT LAKE CITY, UT, 84116
Telephone	(800)-560-3983
CIK	0001076682
Symbol	PTE
SIC Code	2836 - Biological Products, (No Diagnostic Substances)
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-3
(Amendment No. 2)

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MAJESCO ENTERTAINMENT COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1529524
(I.R.S. Employer
Identification No.)

4041-T Hadley Rd.
S. Plainfield, New Jersey 07080
(732) 225-8910
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Barry Honig
Chief Executive Officer
Majesco Entertainment Company
4041-T Hadley Rd.
S. Plainfield, New Jersey 07080
(732) 225-8910
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Harvey J. Kesner, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway, 32nd Floor
New York, New York 10006
Telephone: (212) 930-9700

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒

USE OF PROCEEDS

Except as otherwise provided in the applicable prospectus supplement, we intend to use the net proceeds from the sale of the securities offered by us in this prospectus for general corporate purposes, which may include working capital, capital expenditures, research and development expenditures, strategic acquisitions, acquisitions of new technologies and investments, and the repayment, refinancing, redemption or repurchase of future indebtedness or capital stock.

The intended application of proceeds from the sale of any particular offering of securities using this prospectus will be described in the accompanying prospectus supplement relating to such offering. The precise amount and timing of the application of these proceeds will depend on our funding requirements and the availability and costs of other funds.

We will not receive any of the proceeds from the sale of our common stock by the selling stockholders .

SELLING STOCKHOLDERS

We have prepared this prospectus to allow the selling stockholders, to sell, from time to time, of 695,949 shares of common stock and up to 2,782,986 shares of our common stock underlying our outstanding shares of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock, each of which are described under “ *Description of Capital Stock* ” below. All of the common stock offered by this prospectus may be offered by the selling stockholders for their own account. We will receive no proceeds from any such sale of these shares by the selling stockholders.

On December 17, 2014, we issued and sold to certain accredited investors \$6 million of units at a purchase price of \$ 4.08 per unit with each unit consisting of Series A Preferred Stock and a warrant to purchase one share of common stock. The warrants were subsequently exchanged for shares of our common stock and our Series B Convertible Preferred Stock on April 30, 2015.

On May 15, 2015, we issued and sold to certain accredited investors \$5,050,000 of units at a purchase price of \$ 7 .20 per unit with each unit consisting of either common stock, or at the election of any investor who, as a result of the receipt of common stock would hold in excess of 4.99% of our issued and outstanding common stock, shares of our Series C Preferred Stock and a warrant to purchase one share of common stock. The warrants were subsequently exchanged for shares of our common stock and our Series D Convertible Preferred Stock on September 25, 2015.

This registration statement registers the shares of common stock: (i) issuable upon conversion of the Series A Convertible Preferred Stock; (ii) issuable upon conversion of the Series B Convertible Preferred Stock; (iii) issued upon exchange of the December 2014 warrants; (iv) issuable upon conversion of the Series C Convertible Preferred Stock; (v) issuable upon conversion of the Series D Convertible Preferred Stock and (vi) issued upon exchange of the May 2015 warrants.

Selling Stockholder Table

The following table sets forth information with respect to our common stock known to us to be beneficially owned by the selling stockholders as of August 2, 2016 . To our knowledge, each of the selling stockholders have sole voting and investment power over the common stock listed in the table below. Except as otherwise disclosed herein, each selling stockholder, to our knowledge, has not had a material relationship with us during the three years immediately preceding the consummation of the private placement.

Name of Selling Stockholder	Number of Shares of Common Stock Beneficially Owned Before this Offering	Percentage of Common Stock Beneficially Owned Before this Offering**	Share of Common Stock Offered in this Offering	Shares of Common Stock Beneficially Owned After this Offering	Percentage of Common Stock Beneficially Owned After this Offering**
Frost Gamma Investments Trust ⁽¹⁾	281,140 ⁽²⁾	9.99%	824,695 ⁽³⁾	0	0%
Barry Honig ⁽⁴⁾	284,905 ⁽⁵⁾	9.96%	630,252 ⁽⁶⁾	285,011 ⁽⁷⁾	9.96%
GRQ Consultants, Inc. 401K ⁽⁴⁾	15,284 ⁽⁸⁾	*	194,444 ⁽⁹⁾	15,284	*
GRQ Consultants, Inc. Roth 401K FBO Barry Honig ⁽⁴⁾	18,411	*	44,187 ⁽¹⁰⁾	0	0 %
Marlin Capital Investments, LLC ⁽⁴⁾	0 ⁽¹¹⁾	0%	33,613	0	0 %
Michael Brauser ⁽¹²⁾	235,784 ⁽¹³⁾	8.23%	630,252 ⁽¹⁴⁾	235,785 ⁽¹⁵⁾	8.23%
Grander Holdings, Inc. 401K ⁽¹²⁾	5,030 ⁽¹⁶⁾	*	126,388 ⁽¹⁷⁾	0	0%
Betsy and Michael Brauser Charitable Foundation, Inc. ⁽¹²⁾	20,833 ⁽¹⁸⁾	*	29,166 ⁽¹⁸⁾	0	0%
Melechdavid, Inc. ⁽¹⁹⁾	175,155 ⁽²⁰⁾	5.95%	269,211 ⁽²¹⁾	0	0%
Erica and Mark Groussman Foundation Inc. ⁽¹⁹⁾	25,000	*	25,000	0	0 %
Melechdavid Inc., Retirement Plan ⁽¹⁹⁾	105,041 ⁽²²⁾	3.64%	105,042 ⁽²²⁾	0	0 %
Sandor Capital Master Fund ⁽²³⁾	121,078 ⁽²⁴⁾	4.25%	140,216 ⁽²⁵⁾	0	0 %
JSL Kids ⁽²³⁾	21,008	*	21,008	0	0 %
Darwin Investments, LLC ⁽²⁶⁾	30,916 ⁽²⁷⁾	1.11%	41,759 ⁽²⁸⁾	0	0 %
Darwin Retirement Investments, LLC ⁽²⁶⁾	41,666 ⁽²⁹⁾	1.50%	58,332 ⁽³⁰⁾	0	0%
Paradox Capital Partners, LLC ⁽²⁶⁾	66,666	2.40%	66,666	0	0
American European Insurance Company ⁽³¹⁾	31,850	1.15%	31,850	0	0 %
Nachum Stein	59,498 ⁽³²⁾	2.14%	27,648	31,850	1.15%
Sable Ridge Capital Opportunity Fund LP ⁽³³⁾	3,392	*	3,392	0	0 %
ATG Capital, LLC ⁽³⁴⁾	35,798	1.29%	35,798	0	0 %
John O'Rourke	55,721 ⁽³⁵⁾	2.00%	19,923	35,798 ⁽³⁶⁾	1.29%
Pinehurst Capital, LLC ⁽³⁷⁾	28,784 ⁽³⁸⁾	1.03%	28,784 ⁽³⁸⁾	0	0 %
DBGJ Irrevocable Trust ⁽³⁹⁾	29,166 ⁽⁴⁰⁾	1.05%	29,166 ⁽⁴⁰⁾	0	0 %
Stetson Capital Investments, Inc. ⁽⁴¹⁾	13,889 ⁽⁴²⁾	*	19,444 ⁽⁴³⁾	0	0 %
Stetson Capital Investments, Inc. Retirement Plan ⁽⁴¹⁾	13,889 ⁽⁴⁴⁾	*	19,444 ⁽⁴⁵⁾	0	0 %
John Stetson	236,079 ⁽⁴⁶⁾	8.25%	19,922 ⁽⁴⁷⁾	227,778 ⁽⁴⁸⁾	7.96%
Special Equities Group, LLC ⁽⁴⁹⁾	3,333	*	3,333	0	0 %
TOTAL	--	--	3,478,935	--	--

* Less than 1%.

** Based on 2,774,661 shares of common stock issued and outstanding as of August 2 , 2016.

- 1) Dr. Phillip Frost, M.D. is the trustee of Frost Gamma Investments Trust ("FGIT"). Frost Gamma L.P. is the sole and exclusive beneficiary of FGIT. Dr. Frost is one of two limited partners of Frost Gamma L.P. The general partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is the sole shareholder of Frost-Nevada Corporation. Dr. Frost disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that Dr. Frost is the beneficial owner of these securities for purposes of Section 16 or for any other purpose. Dr. Frost is chairman of Ladenberg Thalmann & Co., a registered broker-dealer, and he has served as Vice Chairman of the American Stock Exchange. Ladenberg Thalmann & Co. has not underwritten any of the securities of the Company and Dr. Frost is a private investor in the Company's securities. The selling stockholder purchased the shares being registered in the ordinary course of business, and at the time of the purchase, the selling stockholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (2) Represents (i) 242,640 shares of common stock and (ii) 38,500 shares of common stock underlying Series A Convertible Preferred Stock. Excludes (i) 155,951 shares of common stock underlying Series A Convertible Preferred Stock; (ii) 262,605 shares of common stock underlying Series B Convertible Preferred Stock; (iii) 69,444 shares of common stock underlying Series C Convertible Preferred Stock; and (iv) 55,555 shares of common stock underlying Series D Convertible Preferred Stock. Each of the forgoing classes of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. On April 4, 2016, FGIT submitted notice to the Company, effective 61 days therefrom, of its election to increase its beneficial ownership limitation to 9.99%. This increased ownership limitation is reflected in this table. Disregarding the 9.99% beneficial ownership limitation, Frost Gamma Investments Trust would own (i) 824,695 shares of common stock on an "as converted" basis before this offering which represents 24.57% of common stock.
- (3) Represents (i) 242,640 shares of common stock, (ii) 194,451 shares of common stock underlying Series A Convertible Preferred Stock, (iii) 262,605 shares of common stock underlying Series B Convertible Preferred Stock, (iv) 69,444 shares of common stock underlying Series C Convertible Preferred Stock and (v) 55,555 shares of common stock underlying Series D Convertible Preferred Stock.
- (4) Barry Honig is the Trustee of GRQ Consultants, Inc. 401K ("401K") and GRQ Consultants, Inc. Roth 401K FBO Barry Honig ("Roth 401K"), and he is the managing member of Marlin Capital Investments, LLC ("Marlin")s. In such capacities he is deemed to hold voting and dispositive power over the securities held by such entities. In addition, Barry Honig is the Chief Executive Officer and Co-Chairman of the Board of Directors of the Company.
- (5) Represents (i) 42,981 shares of common stock held by Barry Honig, (ii) 15,179 shares of common stock held by 401K (iii) 33,334 shares of common stock held by Barry Honig, which represents the vested portion (including shares vesting within 60 days) of a 66,666 share restricted stock award, which vests at a rate of 1/24 of such award shares per month, (iv) 18,411 shares of common stock held by Roth 401K, (v) an option to purchase 87,500 shares of common stock pursuant to the 2016 Plan and (vi) a restricted stock grant of 87,500 shares pursuant to the 2016 Plan. Excludes (i) 367,647 shares of common stock underlying Series A Convertible Preferred Stock held by Mr. Honig, (ii) 25,776 shares of common stock underlying Series A Convertible Preferred Stock held by Roth 401K, (iii) 19,608 shares of common stock underlying Series A Convertible Preferred Stock held by Marlin, (iv) 262,605 shares of common stock underlying shares of Series B Convertible Preferred Stock held by Mr. Honig, (v) 14,005 shares of common stock underlying shares of Series B Convertible Preferred Stock held by Marlin, (vi) 138,889 shares of common stock underlying shares of Series C Convertible Preferred Stock held by 401K and (vii) 55,555 shares of common stock underlying shares of Series D Convertible Preferred Stock held by 401K. Each of the forgoing classes of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. Disregarding the 4.99% beneficial ownership limitation, Barry Honig would own (i) 1,168,990 shares of common stock on an "as converted" basis before this offering which represents 31.20 % of common stock and (ii) 838,845 shares of common stock on an "as converted" basis after this offering which represents 26.92 % of common stock
- (6) Represents (i) 367,647 shares of common stock underlying Series A Convertible Preferred Stock and (ii) 262,605 shares of common stock underlying Series B Convertible Preferred Stock.

- (7) Represents (i) 42,981 shares of common stock held by Barry Honig, (ii) 15,179 shares of common stock held by 401K (iii) 33,334 shares of common stock held by Barry Honig, which represents the vested portion (including shares vesting within 60 days) of a 66,666 share restricted stock award, which vests at a rate of 1/24 of such award shares per month, (iv) 18,411 shares of common stock held by Roth 401K, (v) an option to purchase 87,500 shares of common stock pursuant to the 2016 Plan and (vi) a restricted stock grant of 87,500 shares pursuant to the 2016 Plan. Excludes (i) 25,776 shares of common stock underlying Series A Convertible Preferred Stock held by Roth 401K, (ii) 19,608 shares of common stock underlying Series A Convertible Preferred Stock held by Marlin, (iii) 14,005 shares of common stock underlying shares of Series B Convertible Preferred Stock held by Marlin, (iv) 138,889 shares of common stock underlying shares of Series C Convertible Preferred Stock held by 401K and (v) 55,555 shares of common stock underlying shares of Series D Convertible Preferred Stock held by 401K. Each of the forgoing classes of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates.
- (8) Represents 15,284 shares of common stock. Excludes (i) 138,889 shares of common stock underlying Series C Convertible Preferred Stock and (ii) 55,555 shares of common stock underlying shares of Series D Convertible Preferred Stock. Each of the forgoing classes of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. Disregarding the 4.99% beneficial ownership limitation, 401K would own 209,728 shares of common stock on an "as converted" basis before this offering which represents 7.06% of common stock.
- (9) Represents (i) 138,889 shares of common stock underlying Series C Convertible Preferred Stock and (ii) 55,555 shares of common stock underlying Series D Convertible Preferred Stock.
- (10) Represents (i) 18,411 shares of common stock and (ii) 25,776 shares of common stock underlying shares of Series A Convertible Preferred Stock.
- (11) Excludes (i) 19,608 shares of common stock underlying Series A Convertible Preferred Stock held by Marlin and (ii) 14,005 shares of common stock underlying shares of Series B Convertible Preferred Stock held by Marlin. Each of the forgoing classes of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. Disregarding the 4.99% beneficial ownership limitation, Marlin would own 33,613 shares of common stock on an "as converted" basis before this offering which represents 1.20% of common stock.
- (12) Michael Brauser is Chairman of the Betsy & Michael Brauser Charitable Family Foundation ("Family Foundation"), Trustee of Grander Holdings, Inc. 401K ("Grander 401K") and a Manager of Marlin. In such capacities he is deemed to hold voting and dispositive power over the securities held by such entities. In addition, Michael Brauser is the Co-Chairman of the Board of Directors of the Company.
- (13) Represents (i) 33,334 shares of common stock held by Michael Brauser, which represents the vested portion (including shares vesting within 60 days) of a 66,666 share restricted stock award, which vests at a rate of 1/24 of such award shares per month, (ii) 1,587 shares of common stock underlying options with an exercise price of \$ 6.30 per share, which fully vest on June 17, 2016 (iii) 20,833 shares of common stock held by Family Foundation, (iv) 5,030 shares of common stock held by Grander 401K, (v) an option to purchase 87,500 shares of common stock pursuant to the 2016 Plan and (vi) a restricted stock grant of 87,500 shares pursuant to the 2016 Plan. Excludes (i) options to purchase 1,915 shares of common stock at an exercise price of \$ 5.22 per share which are not exercisable within 60 days, (ii) 367,647 shares of common stock underlying Series A Convertible Preferred Stock held by Michael Brauser, (iii) 19,608 shares of common stock underlying Series A Convertible Preferred Stock held by Marlin, (iv) 262,605 shares of common stock underlying shares of Series B Convertible Preferred Stock held by Michael Brauser, (v) 14,005 shares of common stock underlying shares of Series B Convertible Preferred Stock held by Marlin, (vi) 85,247 shares of common stock underlying shares of Series C Convertible Preferred Stock held by Grander 401, (vii) 8,333 shares of common stock underlying shares of Series D Convertible Preferred Stock held by Family Foundation and (viii) 36,111 shares of common stock underlying shares of Series D Convertible Preferred Stock held by Grander 401K. Each of the forgoing classes of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. Disregarding the 4.99% beneficial ownership limitation, Michael Brauser would own (i) 1,031,255 shares of common stock on an "as converted" basis before this offering which represents 28.15 % of common stock and (ii) 401,003 shares of common stock on an "as converted" basis after this offering which represents 13.24 % of common stock

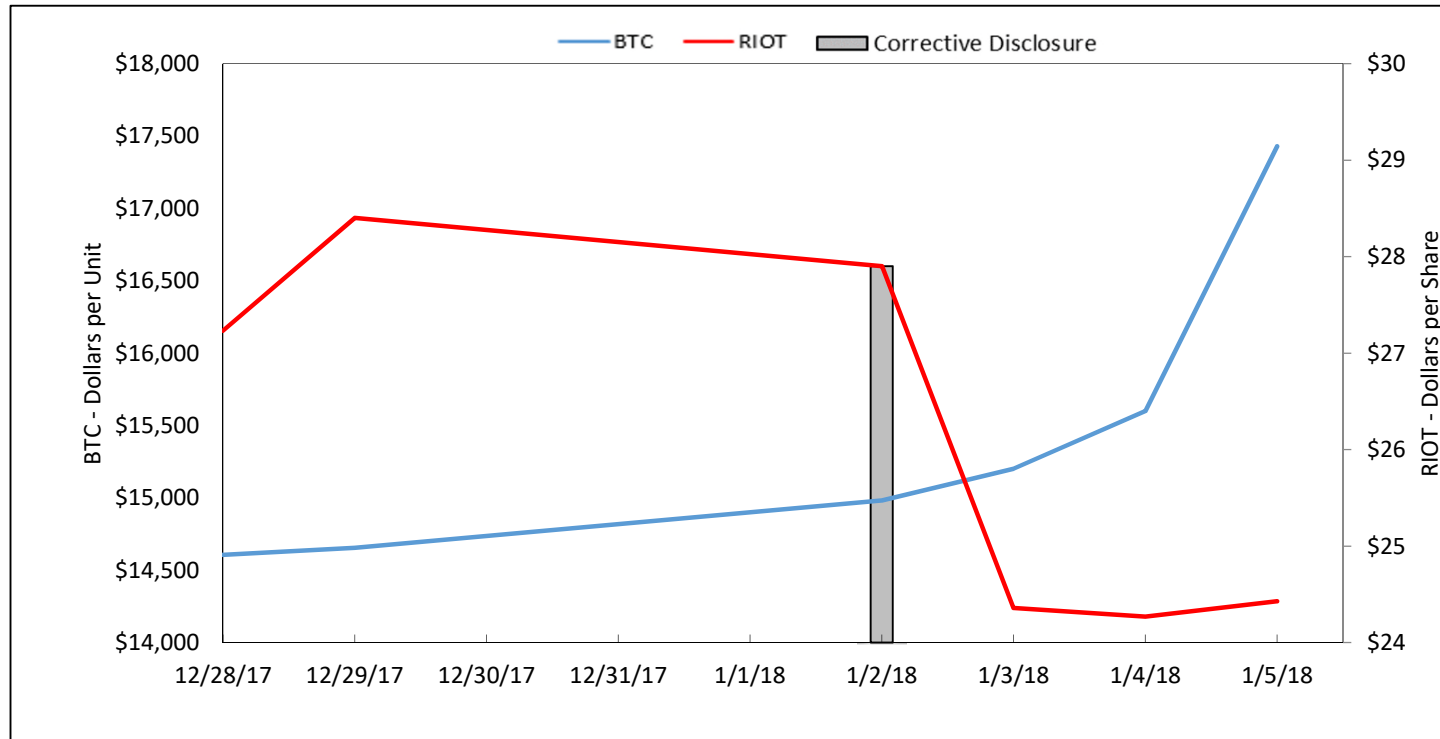
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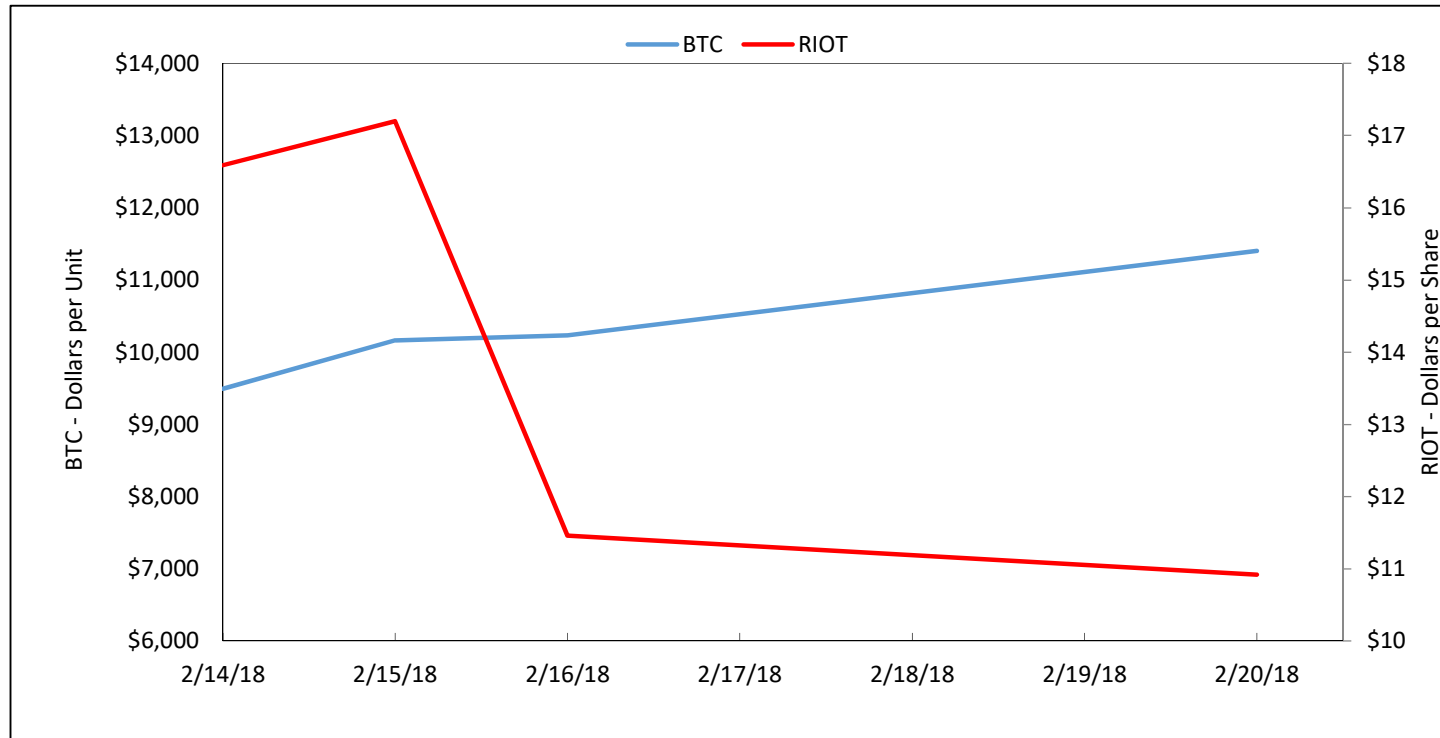
- (14) Represents 367,647 shares of common stock underlying Series A Convertible Preferred Stock and 262,605 shares of common stock underlying Series B Convertible Preferred Stock held by Michael Brauser.
- (15) Represents (i) 33,334 shares of common stock held by Michael Brauser, which represents the vested portion (including shares vesting within 60 days) of a 66,666 share restricted stock award, which vests at a rate of 1/24 of such award shares per month, (ii) 1,587 shares of common stock underlying options with an exercise price of \$ 6.30 per share, which fully vest on June 17, 2016 (iii) 20,833 shares of common stock held by Family Foundation, (iv) 5,030 shares of common stock held by Grander 401K, (v) an option to purchase 87,500 shares of common stock pursuant to the 2016 Plan and (vi) a restricted stock grant of 87,500 shares pursuant to the 2016 Plan. Excludes (i) options to purchase 1,915 shares of common stock at an exercise price of \$0.87 per share which are not exercisable within 60 days, (ii) 367,647 shares of common stock underlying Series A Convertible Preferred Stock held by Michael Brauser, (iii) 19,608 shares of common stock underlying Series A Convertible Preferred Stock held by Marlin, (iv) 262,605 shares of common stock underlying shares of Series B Convertible Preferred Stock held by Michael Brauser, (v) 14,005 shares of common stock underlying shares of Series B Convertible Preferred Stock held by Marlin, (vi) 85,247 shares of common stock underlying shares of Series C Convertible Preferred Stock held by Grander 401, (vii) 8,333 shares of common stock underlying shares of Series D Convertible Preferred Stock held by Family Foundation and (viii) 36,111 shares of common stock underlying shares of Series D Convertible Preferred Stock held by Grander 401K. Each of the forgoing classes of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates.
- (16) Represents 5,030 shares of common stock. Excludes (i) 85,247 shares of common stock underlying shares of Series C Convertible Preferred Stock and (ii) 36,111 shares of common stock underlying shares of Series D Convertible Preferred Stock. Each of the forgoing classes of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. Disregarding the 4.99% beneficial ownership limitation, Grander 401K would own 126,388 shares of common stock on an "as converted" basis before this offering which represents 4.36% of common stock.
- (17) Represents (i) 5,030 shares of common stock, (ii) 85,247 shares of common stock underlying Series C Convertible Preferred Stock and (iii) 36,111 shares of common stock underlying Series D Convertible Preferred Stock.
- (18) Represents 20,833 shares of common stock. Excludes (i) 8,333 shares of common stock underlying shares of Series D Convertible Preferred Stock. The forgoing class of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. Disregarding the 4.99% beneficial ownership limitation, Family Foundation would own 29,166 shares of common stock on an "as converted" basis before this offering which represents 1.04% of common stock.
- (19) Mark Groussman is the President of Melechdavid, Inc. ("Melechdavid"), and the Trustee of each of the Erica and Mark Groussman Foundation, Inc. ("Groussman Foundation"), and the Melechdavid Inc., Retirement Plan ("Melechdavid Retirement Plan"). In such capacities, he has voting and dispositive control over the securities held by such entities.
- (20) Represents (i) 55,882 shares of common stock underlying shares of Series A Convertible Preferred Stock, (ii) 57,773 shares of common stock underlying shares of Series B Convertible Preferred Stock and (iii) 61,500 shares of common stock underlying shares of Series C Convertible Preferred Stock. Excludes (i) 49,611 shares of common stock underlying shares of Series C Convertible Preferred Stock and (ii) 44,445 shares of common stock underlying shares of Series D Convertible Preferred Stock. The forgoing classes of preferred stock contain an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. On October 15, 2015, Melechdavid, Inc. submitted notice to the Company, effective 61 days therefrom, of its election to increase its beneficial ownership limitation to 9.99%. This increased ownership limitation is reflected in this table. Disregarding the 9.99% beneficial ownership limitation, Melechdavid would own 269,211 shares of common stock on an "as converted" basis before this offering which represents 8.86% of common stock.
- (21) Represents (i) 55,882 shares of common stock underlying Series A Convertible Preferred Stock, (ii) 57,773 shares of common stock underlying Series B Convertible Preferred Stock, (iii) 111,111 shares of common stock underlying Series C Convertible Preferred Stock and (iv) 44,445 shares of common stock underlying Series D Convertible Preferred Stock.
- (22) Represents (i) 61,274 shares of common stock underlying Series A Convertible Preferred Stock and (ii) 43,767 shares of common stock underlying Series B Convertible Preferred Stock.

- (23) John S. Lemak is the Manager of Sandor Capital Master Fund and the Trustee of JSL Kids Trust. In such capacities, he has voting and dispositive control over the securities held by such entities. On knowledge and belief Sandor Capital Master Fund is affiliated with Axiom Capital Management, a registered broker-dealer. The selling stockholder purchased the shares being registered in the ordinary course of business, and at the time of the purchase, the selling stockholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (24) Represents (i) 49,832 shares of common stock, (ii) 49,019 shares of common stock underlying Series A Convertible Preferred Stock, (iii) 19,144 shares of common stock underlying shares of Series C Convertible Preferred Stock and (iv) 3,083 shares of common stock underlying Series D Convertible Preferred Stock. Excludes (i) 19,138 shares of common stock underlying Series D Convertible Preferred. The forgoing class of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. Disregarding the 4.99% beneficial ownership limitation, Sandor Capital Master Fund would own 140,216 shares of common stock on an "as converted" basis before this offering which represents 4.89% of common stock.
- (25) Represents (i) 49,832 shares of common stock, (ii) 49,019 shares of common stock underlying Series A Convertible Preferred Stock, (iii) 19,144 shares of Series C Convertible Preferred Stock and (iv) 22,221 shares of common stock underlying Series D Convertible Preferred Stock.
- (26) Harvey Kesner is the Managing Member of each of Darwin Investments, LLC and Darwin Retirement Investments, LLC and Paradox Capital Partners, LLC. In such capacities, he has voting and dispositive control over the securities held by such entities.
- (27) Represents (i) 17,250 shares of common stock and (ii) 13,666 shares of common stock underlying Series A Convertible Preferred Stock. Excludes (i) 10,843 shares of common stock underlying Series A Convertible Preferred Stock. The forgoing class of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. Disregarding the 4.99% beneficial ownership limitation, Darwin Investments, LLC would own 41,759 shares of common stock on an "as converted" basis before this offering which represents 1.49% of common stock.
- (28) Represents (i) 17,250 shares of common stock, (ii) 24,509 shares of common stock underlying Series A Convertible Preferred Stock.
- (29) Represents 41,666 shares of common stock. Excludes 16,666 shares of common stock underlying Series D Convertible Preferred Stock. The forgoing class of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. Disregarding the 4.99% beneficial ownership limitation, Darwin Retirement Investments, LLC would own 58,332 shares of common stock on an "as converted" basis before this offering which represents 2.09% of common stock.
- (30) Represents (i) 41,666 shares of common stock and (ii) 16,666 shares of common stock underlying Series D Convertible Preferred Stock.
- (31) Nachum Stein is the President of American European Insurance Company. In such capacity he has voting and dispositive control over the securities held by such entity.
- (32) Represents (i) 27,648 shares of common stock held by Nachum Stein and (ii) 31,850 shares of common stock held by American European Insurance Company.
- (33) Eric Weisblum is the Manager of Sable Ridge Capital Opportunity Fund LP. In such capacity he has voting and dispositive control over the securities held by such entity.

- (34) John O'Rourke is the Managing Member of ATG Capital, LLC. In such capacity he has voting and dispositive control over the securities held by such entity.
- (35) Represents (i) 19,923 shares of common stock held by John O'Rourke, and (ii) 35,798 shares of common stock held by ATG Capital, LLC.
- (36) Represents 35,798 shares of common stock held by ATG Capital, LLC.
- (37) Jack Fruchter is the Manager of Pinehurst Capital. In such capacity he has voting and dispositive control over the securities held by such entity.
- (38) Represents (i) 8,753 shares of common stock, (ii) 12,255 shares of common stock underlying Series A Convertible Preferred Stock, (iii) 5,555 shares of common stock underlying Series C Convertible Preferred Stock and (iv) 2,221 shares of common stock underlying Series D Convertible Preferred Stock.
- (39) Joel Brauser is the Trustee of DBGJ Irrevocable Trust. In such capacity he has voting and dispositive control over the securities held by such entity.
- (40) Represents (i) 20,833 shares of common stock and (ii) 8,333 shares of common stock underlying Series D Convertible Preferred Stock.
- (41) John Stetson is the President of Stetson Capital Investments, Inc., and the Trustee of Stetson Capital Investments, Inc. Retirement Plan. In these capacities, he has voting and dispositive control over the securities held by such entities. In addition, John Stetson is the Chief Financial Officer of the Company.
- (42) Represents 13,889 shares of common stock. Excludes 5,555 shares of common stock underlying shares of Series D Convertible Preferred Stock. The forgoing class of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. Disregarding the 4.99% beneficial ownership limitation, Stetson Capital Investments, Inc. would own 19,444 shares of common stock on an "as converted" basis before this offering which represents 0.70% of common stock.
- (43) Represents (i) 13,899 shares of common stock and (ii) 5,555 shares of common stock underlying shares of Series D Convertible Preferred Stock.
- (44) Represents 13,899 shares of common stock. Excludes 5,555 shares of common stock underlying shares of Series D Convertible Preferred Stock. The forgoing class of preferred stock contains an ownership limitation such that the holder may not convert any of such securities to the extent that such conversion would result in the holder's beneficial ownership being in excess of 4.99% of the Company's issued and outstanding common stock together with all shares owned by the holder and its affiliates. Disregarding the 4.99% beneficial ownership limitation, Stetson Capital Investments, Inc. Retirement would own 19,444 shares of common stock on an "as converted" basis before this offering which represents 0.70% of common stock.

Exhibit 31





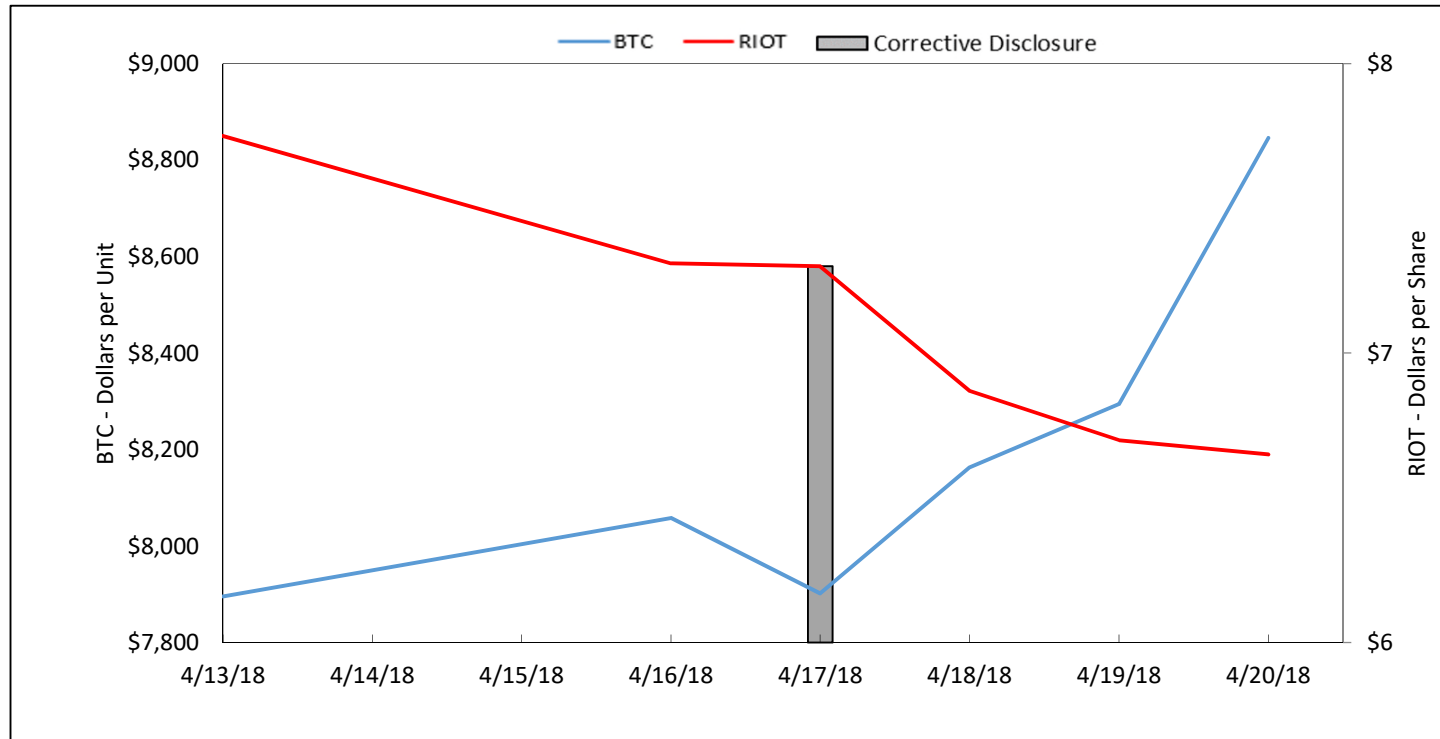


Exhibit 32

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549FORM 10-Q/A
Amendment No. 2☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2018

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 001-33675**Riot Blockchain, Inc.**

(Exact name of registrant as specified in its charter)

Nevada**84-1553387**(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

202 6th Street, Suite 401 Castle Rock, CO 80104

(Address of principal executive offices) (Zip Code)

(303) 794-2000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Indicate by check mark whether registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

The number of shares of no par value common stock outstanding as of March 5, 2019 was 14,698,809.

Riot Blockchain, Inc. and Subsidiaries
Notes to Condensed Interim Consolidated Financial Statements
Three and Nine Months Ended September 30, 2018
(Unaudited)

Note 4. Property and equipment:

As of September 30, 2018, the Company's property and equipment primarily consisted of its approximately 8,000 cryptocurrency miners. During the nine months ended September 30, 2018, the Company determined that certain events occurred that were indicators of potential impairments to the miners. Based upon the significant decline in the price of bitcoin during the nine months ended September 30, 2018 and the decline in projected cash flows over the life of the miners, the Company performed an undiscounted cash flow test to determine if the miners were impaired. The undiscounted cash flows were less than the carrying amount of the miners and when compared the discounted fair value of the miners to the carrying value of the miners, the Company determined that there were impairment charges of \$0 and \$26,858,000 during the three and nine months ended September 30, 2018, respectively. The breakdown of the impairment charges are as follows:

	Three Months Ended September 30, 2018 (unaudited)	Nine Months Ended September 30, 2018 (unaudited)
Prive miners	\$ -	\$ 18,264,759
BMSS miners	-	5,796,179
Kairos miners	-	2,797,085
Total impairment charge	\$ -	\$ 26,858,023

In the first quarter of 2018, the Company commenced the relocation of the servers acquired in the acquisition of Kairos in 2017 to the newly leased facility in Oklahoma City Oklahoma. Kairos noted that due to storm water leakage into a previously utilized facility as of December 31, 2017, servers consisting of 90 AntMiner S9s and 29 AntMiner L3s had visible evidence of exposure to water. These servers were taken off line and Kairos investigated the extent of possible damage and functionality of the 119 servers. During the first quarter of 2018, the Company determined there was no damage to the 119 servers and they were relocated to the Company's facility in Oklahoma City, Oklahoma during the second quarter of 2018.

Property and equipment consisted of the following:

	September 30, 2018 (unaudited)	December 31, 2017
Cryptocurrency machines, net of impairment	4,118,675	\$ 4,700,575
Leasehold improvements	2,069,259	-
Office and computer equipment	92,840	61,670
Total cost of property and equipment	6,280,774	4,762,245
Less accumulated depreciation	(1,427,030)	(468,079)
Property and equipment, net	\$ 4,853,744	\$ 4,294,166

Depreciation expense for the three months ended September 30, 2018 and 2017, totaled approximately \$644,000 and \$500, respectively. Depreciation expense for the nine months ended September 30, 2018 and 2017, totaled approximately \$5,642,000 and \$1,400, respectively. During the nine months ended September 30, 2018, in connection with the \$26,858,000 in impairment charges recorded, costs of cryptocurrency miners totaling approximately \$31,541,000, net of accumulated depreciation of \$4,683,000 were written off.

Note 5. Investment in Coinsquare:

In September 2017, the Company acquired a minority interest for \$3,000,000, in goNumerical, Ltd., (d/b/a: "Coinsquare"), which operates a digital crypto-currency exchange platform in Canada. The Company acquired approximately 10.9% of the voting common stock of Coinsquare. In connection with the investment, the Company also received warrants, which were to expire on May 30, 2018, to acquire additional shares of common stock of Coinsquare, which if exercised in full by the Company, would result in the Company owning an approximate total of 14.7% of Coinsquare, including the initial investment. The fair value of the warrants was determined to be *de minimis*. The Company has evaluated the guidance ASC 325-20 *Investments – Other*, in determining to account for the investment on the cost method since the equity securities are not marketable and do not give the Company significant influence over Coinsquare. As of December 31, 2017, the Company considered the cost of the investment to not exceed the fair value of the investment due to the subsequent funding activities of Coinsquare and the proximity of the time of the investment to year end.

During February 2018, the Company invested an additional \$6.4 million to acquire additional common stock of Coinsquare. The investment included an additional equity investment of \$2.8 million that is part of an approximate \$24 million financing by Coinsquare. Additionally,

warrants acquired in the original investment were exercised in exchange of a cash payment of \$3.6 million. These additional investments resulted in a current ownership in Coinsquare by the Company of approximately 12.9% ownership in Coinsquare based upon Coinsquare's then issued and outstanding shares. As of September 30, 2018, the Company considered the cost of the investment to not exceed the fair value of the investment.

Exhibit 33

RIOT BLOCKCHAIN, INC.

Filed by
HONIG BARRY C

FORM SC 13D/A

(Amended Statement of Beneficial Ownership)

Filed 04/18/18

Address	202 6TH STREET, SUITE 401 CASTLE ROCK, CO, 80104
Telephone	303-794-2000
CIK	0001167419
Symbol	RIOT
SIC Code	2835 - In Vitro and In Vivo Diagnostic Substances
Industry	Financial & Commodity Market Operators
Sector	Financials
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

Riot Blockchain, Inc.
(Name of Issuer)

Common Stock, no par value per share
(Title of Class of Securities)

767292105
(CUSIP Number)

Barry Honig
555 South Federal Highway #450
Boca Raton, FL 33432
(561) 307-2287
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

See Footnote 1
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 9 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) This Amendment No. 7 is being filed to restate Amendment No. 6 filed with the Securities and Exchange Commission on February 13, 2018. The first date of event which required the filing of an amendment to the Schedule 13D after Amendment No. 5 was March 15, 2017.

1	NAME OF REPORTING PERSON Barry Honig	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF, WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER 200,154 shares of Common Stock (including 151,210 shares of Common Stock issuable upon conversion of shares of Series B Convertible Preferred Stock and 22,222 shares of Common Stock issuable upon exercise of the December 2017 Warrants)*
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 200,154 shares of Common Stock (including 151,210 shares of Common Stock issuable upon conversion of shares of Series B Convertible Preferred Stock and 22,222 shares of Common Stock issuable upon exercise of the December 2017 Warrants)*
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 200,154 shares of Common Stock (including 151,210 shares of Common Stock issuable upon conversion of shares of Series B Convertible Preferred Stock and 22,222 shares of Common Stock issuable upon exercise of the December 2017 Warrants)*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.69%*	
14	TYPE OF REPORTING PERSON IN	

* This Amendment No. 7 reflects the Reporting Person's holdings as of February 13, 2018.

This Amendment No. 7 (" Amendment No. 7 ") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the " SEC ") on September 8, 2016, as amended, supplemented and restated from time to time (as amended, including, without limitation, pursuant to this Amendment No. 7, the " Schedule 13D ") with respect to the shares of Common Stock, no par value per share (the " Common Stock "), of Riot Blockchain, Inc., a Nevada corporation (the " Issuer "). This Amendment No. 7 is being filed to restate Amendment No. 6 filed with the SEC on February 13, 2018. The first date of event which required the filing of an amendment to the Schedule 13D after Amendment No. 5 was March 15, 2017. Capitalized terms used herein and not otherwise defined in this Amendment No. 7 shall have the meanings set forth in the Schedule 13D. This Amendment No. 7 amends Items 2, 3, 5, 6 and 7 as set forth below. This is the final amendment to the Schedule 13D and constitutes an "exit filing" for the Reporting Person.

Item 2. IDENTITY AND BACKGROUND.

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

- (a) This statement is filed by Barry Honig, (" Mr. Honig " or the " Reporting Person "), with respect to the shares of Common Stock held by himself and through GRQ Consultants, Inc. 401K (of which Mr. Honig is Trustee) and GRQ Consultants, Inc. Roth 401K FBO Barry Honig (of which Mr. Honig is Trustee) (collectively, the " Honig Entities ").

Any disclosures herein with respect to persons other than the Reporting Person are made on information and belief after making inquiry to the appropriate party.

The filing of this statement should not be construed in and of itself as an admission by the Reporting Person as to beneficial ownership of the securities reported herein.
- (b) The address of the business office of the Reporting Person is 555 South Federal Highway #450, Boca Raton, Florida 33432.
- (c) The principal business of the Reporting Person is investing in securities for his personal account.
- (d) The Reporting Person has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) The Reporting Person has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was, or is subject to, a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.
- (f) Mr. Honig is a citizen of the United States.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Reporting Person used a total of \$499,995 to acquire the Private Placement Shares (as defined below) and the December 2017 Warrants (as defined below). The additional 4,500 shares of Common Stock held by the Reporting Person were acquired upon conversion of 45 Series A Preferred Shares (as defined below) at a conversion price of \$2.50. Such Series A Preferred Shares were acquired for \$11,250. The sources of the funds used to acquire the Private Placement Shares, the December 2017 Warrants and the Series A Preferred Shares are the personal funds of Mr. Honig and the working capital of the Honig Entities. The Series B Preferred Shares (as defined below) reported herein were acquired in exchange for 151,210 shares of common stock of Kairos Global Technology, Inc. (" Kairos ") as described in Item 6.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Items 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

- (a) See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentages of the shares of Common Stock beneficially owned by the Reporting Person as of February 13, 2018. The percentages used in this Schedule 13D are calculated based upon 11,652,270 shares of Common Stock issued and outstanding as of February 5, 2018, as reported in the Issuer's Registration Statement on Amendment No. 1 to Form S-3 filed with the SEC on February 7, 2018 and assumes the conversion of the shares of Series B Convertible Preferred Stock and the exercise of the December 2017 Warrants.
- (b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which the Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition as of February 13, 2018.
- (c) Information concerning all transactions in the shares of Common Stock effected by the Reporting Person from the filing of Amendment No. 5 to the filing of Amendment No. 6 is set forth on Schedule A hereto and is incorporated herein by reference.
- (d) No person other than the Reporting Person and the Honig Entities is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock held by Mr. Honig and the Honig Entities.
- (e) November 20, 2017.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On March 15, 2017, the Issuer entered into separate securities purchase agreements (the "Note Purchase Agreements") pursuant to which it agreed to sell to the Reporting Person and a certain Hong Entity \$2,250,000 of principal amount of promissory notes (the "Notes") and three year warrants (the "March 2017 Warrants") to purchase up to 700,000 shares of Common Stock. The Notes are convertible into shares of Common Stock at an initial conversion price of \$2.50. Each March 2017 Warrant is exercisable into shares of Common Stock at an exercise price equal to \$3.56 per share (such sale and issuance of the Notes and March 2017 Warrants, the "Note Private Placement").

On March 16, 2017, the Issuer satisfied all closing conditions and closed the Note Private Placement.

The Notes and the March 2017 Warrants, as well as the proceeds from the sale therefrom, were placed in escrow pending the occurrence or non-occurrence of a Qualified Transaction (as defined in the governing purchase agreements). On August 18, 2017, the lead investor in the transaction waived the requirement for the occurrence of a Qualified Transaction and gross proceeds of the Note Private Placement were released to the Issuer and the Notes and the March 2017 Warrants were released to the Reporting Person and the applicable Honig Entity.

Under the terms of the Note Purchase Agreement, the Notes were automatically, and without any further action on the part of the investors, exchanged for shares of Series A C onvertible P referred S tock of the Issuer (the "Series A Preferred Shares"). The terms of the Series A Preferred Shares are set forth in the certificate of designations for such shares (the "Certificate of Designations of the Series A Preferred Shares"). As such, and pursuant to the Note Purchase Agreements, on September 20, 2017, the Issuer issued an aggregate of 7,071.74 Series A Preferred Shares, convertible into an aggregate of 707,174 shares of Common Stock, in exchange for the Notes issued in the Note Private Placement.

In connection with the Note Private Placement, the Issuer entered into a Registration Rights Agreement (the "March 2017 Registration Rights Agreement"), with the Reporting Person and the applicable Honig Entity which required the Issuer to file a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), to register the resale of the shares of Common Stock issuable upon (i) conversion of the Notes; (ii) exercise of the March 2017 Warrants and (iii) conversion of the Series A Preferred Shares.

The terms of the Note Purchase Agreement, the Notes, the March 2017 Warrant, the Certificate of Designations of the Series A Preferred Shares and the March 2017 Registration Rights Agreement are incorporated herein by reference to the texts of the agreements, which are filed as Exhibit 10.1, Exhibit 4.1, Exhibit 4.2, Exhibit 3.1 and Exhibit 10.2, respectively, of the Issuer's Current Report on Form 8-K filed by the Issuer with the SEC on March 17, 2017 (the "March 17, 2017 Form 8-K"). The Form of Note, the Form of March 2017 Warrant, the Certificate of Designations of the Series A Preferred Shares and the Form of March 2017 Registration Rights Agreement are referenced as Exhibit 1, Exhibit 2, Exhibit 3 and Exhibit 4, respectively, to this Amendment No. 7.

On November 1, 2017, the Issuer entered into a share exchange agreement (the "Exchange Agreement") with Kairos, the Reporting Person and the other shareholders of Kairos. On November 3, 2017, pursuant to the Exchange Agreement, the shareholders of Kairos, including the Reporting Person, exchanged all outstanding shares of Kairos' common stock for shares of Series B Convertible Preferred Stock of the Issuer (the "Series B Preferred Shares"). The Reporting Person received 151,210 Series B Preferred Shares pursuant to the Exchange Agreement. The terms of the Series B Preferred Shares are set forth in the certificate of designations for such shares (the "Certificate of Designations of the Series B Preferred Shares"). The terms of the Series B Preferred Shares are incorporated herein by reference to the text of such document, which is filed as Exhibit 3.1 to the Current Report on Form 8-K filed by the Issuer with the SEC on November 3, 2017 (the "November 3, 2017 Form 8-K"). The Certificate of Designations of the Series B Preferred Shares is referenced as Exhibit 5 to this Amendment No. 7.

On December 18, 2017, a Honig Entity entered into a securities purchase agreement (the "Securities Purchase Agreement") with the Issuer pursuant to which the Issuer issued 22,222 shares of Common Stock (the "Private Placement Shares") and warrants exercisable into 22,222 shares of Common Stock (the "December 2017 Warrants") to such Honig Entity for a purchase price of \$22.50 per combined Private Placement Share and December 2017 Warrant. The December 2017 Warrants have an exercise price of \$40.00 per share, subject to adjustment in certain events as set forth therein, and may be exercised from time to time at any time on or after June 21, 2018 through June 21, 2021.

The closing of the transactions contemplated by the Securities Purchase Agreement occurred on December 21, 2017.

In connection with the purchase of the Private Placement Shares and the December 2017 Warrants, the Issuer entered into a Registration Rights Agreement, effective as of the closing (the "December 2017 Registration Rights Agreement"), with the Honig Entity party to the Securities Purchase Agreement and other investors which required the Issuer to file a registration statement under the Securities Act to register the resale of the Private Placement Shares and the shares of Common Stock underlying the December 2017 Warrants.

The foregoing summaries of the Securities Purchase Agreement, the December 2017 Warrant and December 2017 Registration Rights Agreement are incorporated herein by reference to the texts of the agreements, which are filed as Exhibit 10.1, Exhibit 4.1 and Exhibit 10.2, respectively, of the Issuer's Current Report on Form 8-K filed by the Issuer with the SEC on December 19, 2017 (the "December 19, 2017 Form 8-K"). The Form of December 2017 Warrant and the Form of December 2017 Registration Rights Agreement are referenced as Exhibit 6 and Exhibit 7, respectively, to this Amendment No. 7.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

- Exhibit 1: Form of Note (incorporated by reference to Exhibit 4.1 to the March 17, 2017 Form 8-K).
- Exhibit 2: Form of March 2017 Warrant (incorporated by reference to Exhibit 4.2 to the March 17, 2017 Form 8-K).
- Exhibit 3: Certificate of Designations of the Series A Preferred Shares (incorporated by reference to Exhibit 3.1 to the March 17, 2017 Form 8-K).
- Exhibit 4: Form of March 2017 Registration Rights Agreement (incorporated by reference to Exhibit 10.2 to the March 17, 2017 Form 8-K).
- Exhibit 5: Certificate of Designations of the Series B Preferred Shares (incorporated by reference to Exhibit 3.1 to the November 3, 2017 Form 8-K).
- Exhibit 6: Form of December 2017 Warrant (incorporated by reference to Exhibit 4.1 to the December 19, 2017 Form 8-K).
- Exhibit 7: Form of December 2017 Registration Rights Agreement (incorporated by reference to Exhibit 10.2 to the December 19, 2017 Form 8-K).

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 18, 2018

/s/ Barry Honig
BARRY HONIG

SCHEDULE A**Transactions in the Shares of Common Stock of the Issuer From the Filing of Amendment No. 5 to the Filing of Amendment No. 6**

The following table sets forth all transactions in the shares of Common Stock effected from the filing of Amendment No. 5 to the filing of Amendment No. 6 by the Reporting Person. Except as noted below, all such transactions were effected in the open market through brokers and the price per share is net of commissions.

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
03/29/2017	35,000*	2.25
03/31/2017	(4,200)	4.10
04/05/2017	(800)	4.10
04/13/2017	(3,300)	4.07
04/13/2017	(800)	4.08
04/18/2017	(4,900)	4.16
04/25/2017	(1,200)	3.99
04/26/2017	(100)	3.90
04/28/2017	(2,100)	3.60
05/01/2017	(4,000)	3.70
05/09/2017	(5,500)	3.82
05/10/2017	(2,500)	3.80
05/16/2017	(1,000)	3.63
05/23/2017	(1,800)	3.75
05/31/2017	(7,000)	3.82
05/31/2017	(1,900)	3.83
05/31/2017	(500)	3.86
05/31/2017	(500)	3.83
06/02/2017	(1,971)	3.85
06/05/2017	(1,429)	3.94
06/05/2017	(4,871)	3.94
06/08/2017	(11,301)	3.99
06/12/2017	(1,300)	3.94
06/13/2017	(400)	4.02
06/14/2017	(3,251)	4.00
06/15/2017	(1,307)	4.05
06/19/2017	(7,412)	3.91
06/20/2017	(2,027)	3.97
06/22/2017	(744)	3.96
06/22/2017	(8,000)	4.07
06/22/2017	(1,000)	3.95

06/23/2017	(5,000)	3.94
06/30/2017	(3,000)	3.97
07/01/2017	(1,000)	4.10
07/10/2017	(1,200)	3.95
07/13/2017	1,502	3.77
07/17/2017	(1,200)	4.01
07/18/2017	(975)	4.05
07/19/2017	(1,114)	4.05
08/04/2017	(7)	3.90
10/04/2017	(47,520)	8.92
10/05/2017	(11,400)	7.47
10/05/2017	235,960**	3.56
10/06/2017	(10,000)	7.29
10/06/2017	58,990**	3.56
10/09/2017	(136,028)	8.62
10/10/2017	(55,459)	9.32
10/10/2017	(11,070)	8.43
10/11/2017	(130,000)	10.10
10/11/2017	(128,916)	10.00
10/11/2017	(35,000)	10.00
10/11/2018	128,988**	3.56
10/11/2017	505,124***	2.50
10/12/2017	(26,600)	8.25
10/12/2017	(15,000)	8.44
10/17/2017	(4,000)	8.47
10/18/2017	(3,088)	7.68
10/19/2017	(3,700)	8.17
10/20/2017	(45,000)	8.20
11/07/2017	(3,800)	8.42
11/09/2017	(800)	7.75
11/10/2017	(3,972)	7.25
11/13/2017	(9,500)	7.25
11/14/2017	(1,032)	7.20
11/14/2017	(3,968)	7.10
11/15/2017	(5,268)	7.64
11/16/2017	(61,000)	8.31
11/17/2017	(18,588)	8.81
11/17/2017	1,500	8.26
11/20/2017	(262,293)	9.85
11/21/2017	(143,475)	11.64
11/21/2017	202,050***	2.50
11/24/2017	(10,000)	11.77
11/24/2017	(64,235)	11.77
11/24/2017	(64,235)	11.77
11/24/2017	(64,235)	11.77

11/24/2017	(64,236)	14.19
11/28/2017	(27,907)	16.61
11/28/2017	(1,500)	16.64
11/28/2017	(58,593)	16.64
11/29/2017	15,000	12.54
11/29/2017	(36,587)	16.94
11/29/2017	(9,248)	13.29
11/30/2017	(5,752)	13.13
12/19/2017	22,222****	22.50

* Represents shares of Common Stock acquired in a private transaction.

** Represents shares of Common Stock acquired from the Issuer upon exercise of the Reporting Person's March 2017 Warrants at an exercise price of \$3.56 per share.

*** Represents shares of Common Stock acquired from the Issuer upon conversion of the Reporting Person's Series A Preferred Shares at a conversion price of \$2.50 per share.

**** Represents shares of Common Stock acquired from the Issuer pursuant to the Securities Purchase Agreement as described in Item 6.

Exhibit 34

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended December 31, 2016

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from _____ to _____

Commission file number: 001-33675

Bioptix, Inc.

(Exact name of registrant as specified in charter)

Colorado

(State or other jurisdiction of incorporation or organization)

84-1553387

(IRS Employer Identification No.)

834-F South Perry Street, Suite 443

Castle Rock, CO

(Address of principal executive offices)

80104

(Zip Code)

Registrant's telephone number, including area code: **(303) 794-2000**

Securities registered under Section 12(b) of the Act:

Title of Each Class
Common Stock, No Par Value

Name of each exchange on which registered
NASDAQ Capital Market

Securities registered under Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known, seasoned issuer, as defined in Rule 405 of the Securities Act:

Yes ☐ No ☒

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act: Yes ☐ No ☒

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past twelve (12) months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-K contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Exchange Act Rule 12b-2).

Research and Development*2016 compared to 2015*

Research and development expenses in the year ended December 31, 2016 totaled \$863,000, which is a \$1,296,000 or 60% decrease as compared to the 2015 period. The decrease was due primarily to the termination of appendicitis related activities in 2016 resulting in a \$991,000 reduction in compensation, benefits and stock based related expenses and a \$498,000 reduction in direct clinical and regulatory development related expenses, net of an increase of \$335,000 in patent amortization and impairment expenses.

Other Income and Expense*2016 compared to 2015*

In 2016, the Company sold its corporate headquarters, land, building and certain fixtures and equipment to a third party at a purchase price of \$4,053,000. The sale resulted in a gain of approximately \$1,943,000 and generated approximately \$1,809,000 in net cash after expenses and mortgage payoffs.

Interest expense for the year ended December 31, 2016, decreased to \$30,000 compared to \$99,000 in the 2015 period as a result of the lower average debt levels following the sale of the facility in early 2016. For the year ended December 31, 2016, the Company recorded investment income of approximately \$122,000 compared to \$82,000 in the 2015 period.

Income Taxes

No income tax benefit was recorded on the loss for the year ended December 31, 2016, as management of the Company was unable to determine that it was more likely than not that such benefit would be realized. At December 31, 2016, the Company had a net operating loss carry forwards for income tax purposes of approximately \$109 million, expiring through 2035. As of December 31, 2016, the Company's subsidiary has net operating loss carry forwards of approximately \$22 million for federal and state tax purposes, which are available to offset future taxable income, if any, expiring through 2035. As of December 31, 2016, the Company's subsidiary has a capital loss carry forward of approximately \$1.1 million for federal and state tax purposes, which are available to offset future capital gains, if any, expiring through December 2020. Utilization of the subsidiaries' net operating losses are subject to certain limitations under Section 382 of the Internal Revenue Code of 1986, as amended, and other limitations under state tax laws.

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2016, the Company had working capital of \$12,688,000, which included cash, cash equivalents and short-term investments of \$13,037,000. The Company reported a net loss of \$4,273,000 during the year ended December 31, 2016, which included \$1,320,000 in non-cash expenses including, stock-based compensation totaling \$546,000, depreciation and amortization totaling \$239,000 and patent impairments of \$535,000. These amounts were net of the gain on sale of the facility of \$1,943,000 and amortization of deferred revenue totaling \$97,000.

Effective January 14, 2017, we adopted a plan to exit this acquired business and commenced a significant reduction in the workforce. The decision to adopt this plan was made following an evaluation by the Company's Board of Directors in January 2017, of the estimated results of operations projected during the near to mid-term period for BDI, including consideration of product development required and updated sales forecasts, and estimated additional cash resources required. We are reviewing possible strategic alternatives relative to the business to maximize shareholder value. The Company's continuing evaluation following adoption of the plan, estimates that it will incur charges to operations in early 2017 of approximately, \$2.7 million, consisting of 1) write-down of tangible and intangible assets estimated at approximately \$2.2 million, and 2) wind-down, severance and transaction expenses estimated at approximately \$500,000.

Currently, the Company is focused on pursuit of a strategic transaction with a new partner following adoption of the plan to exit the BDI business. Biopix is also attempting to locate a partner or partners for the BDI business or assets, and locating a partner or other third-party interested in advancing development and or commercial activities of the Biopix appendicitis portfolio. We also continue the relationship with Ceva Santé Animale S.A. as they advance on developing the Company's licensed animal health assets.

Bioptix, Inc. and Subsidiary
Consolidated Statements of Operations
Years ended December 31,

	2016	2015
Sales (Note 1)	\$ 9,416	\$ 101,388
Cost of sales	<u>3,058</u>	<u>30,586</u>
Gross profit	6,358	70,802
Other revenue - fee (Note 8)	<u>96,699</u>	<u>96,698</u>
Operating expenses:		
Selling, general and administrative	5,547,406	6,757,074
Research and development	<u>862,784</u>	<u>2,159,137</u>
Total operating expenses	<u>6,410,190</u>	<u>8,916,211</u>
Operating loss	<u>(6,307,133)</u>	<u>(8,748,711)</u>
Other income (expense):		
Gain on sale of property and equipment (Note 3)	1,942,980	—
Interest expense	(30,408)	(98,964)
Investment income	121,724	82,000
Other income	<u>—</u>	<u>8,110</u>
Total other (expense) income	<u>2,034,296</u>	<u>(8,854)</u>
Net loss	<u>\$ (4,272,837)</u>	<u>\$ (8,757,565)</u>
Basic and diluted net loss per share (Note 1)	<u>\$ (1.05)</u>	<u>\$ (2.26)</u>
Basic and diluted weighted average number of common shares outstanding (Note 1)	<u>4,065,406</u>	<u>3,876,961</u>

See Accompanying Notes to Consolidated Financial Statements

Bioptix, Inc. and Subsidiary
Consolidated Statements of Stockholders' Equity
Years ended December 31, 2016 and 2015

	Common Stock		Accumulated Deficit	Total
	Shares	Amount		
Balance, January 1, 2015	3,876,961	\$ 120,509,997	\$ (96,824,874)	\$ 23,685,123
Stock-based compensation issued for services	—	1,143,078	—	1,143,078
Net loss for the year	—	—	(8,757,565)	(8,757,565)
Balance, December 31, 2015	3,876,961	121,653,075	(105,582,439)	16,070,636
Stock-based compensation issued for services	—	545,549	—	545,549
Common stock issued for acquisition (Note 2)	627,010	2,577,011	—	2,577,011
Net loss for the year	—	—	(4,272,837)	(4,272,837)
Balance, December 31, 2016	<u>4,503,971</u>	<u>\$ 124,775,635</u>	<u>\$ (109,855,276)</u>	<u>\$ 14,920,359</u>

See Accompanying Notes to Consolidated Financial Statements

Bioptix, Inc. and Subsidiary
Consolidated Statements of Cash Flows
Years ended December 31,

	<u>2016</u>	<u>2015</u>
Cash flows from operating activities:		
Net loss	\$ (4,272,837)	\$ (8,757,565)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation for services	545,549	1,143,078
Depreciation and amortization	239,330	253,818
Patent impairment charges	535,256	188,141
Amortization of deferred revenue	(96,699)	(96,698)
Gain on sale of property and equipment	(1,942,980)	(8,110)
Change in (net of BDI business acquisition):		
Accounts receivable	16,366	(202)
Inventories	(37,041)	—
Prepaid expenses and other current assets	258,608	388,331
Accounts payable	(390,363)	263,545
Accrued expenses	98,818	(83,518)
Accrued compensation	(473,751)	(159,544)
Net cash used in operating activities	<u>(5,519,744)</u>	<u>(6,868,724)</u>
Cash flows from investing activities:		
Purchases of short-term investments	(16,875,550)	(27,178,337)
Sales of short-term investments	24,488,780	33,057,135
Purchases of property and equipment	(35,402)	—
Purchases of patent and other assets	(26,067)	(92,033)
Proceeds from sale of property and equipment	1,808,787	8,110
Cash acquired in purchase of BDI	16,673	—
Acquisition of BDI remaining interest	(28,800)	—
Net cash provided by (used in) investing activities	<u>9,348,421</u>	<u>5,794,875</u>
Cash flows from financing activities:		
Repayment of notes payable and other obligations	(311,112)	(453,779)
Net proceeds from issuance of common stock	—	—
Net cash used in financing activities	<u>(311,112)</u>	<u>(453,779)</u>
Net increase (decrease) in cash and cash equivalents	3,517,565	(1,527,628)
Cash and cash equivalents, at beginning of year	<u>2,012,283</u>	<u>3,539,911</u>
Cash and cash equivalents, at end of year	<u>\$ 5,529,848</u>	<u>\$ 2,012,283</u>
Supplemental disclosure of cash flow information:		
Cash paid during the year for:		
Interest	<u>\$ 35,516</u>	<u>\$ 99,382</u>
Schedule of non-cash investing and financing transactions:		
Liability payoffs upon property sale	\$ 2,064,758	\$ —
Value of Common Shares issued for BDI purchase	\$ 2,577,011	\$ —
Acquisitions of assets for installment obligations	<u>\$ 276,640</u>	<u>\$ 282,825</u>

See Accompanying Notes to Consolidated Financial Statements

Exhibit 35

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 5, 2017

Riot Blockchain, Inc.

(Exact name of Registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or
organization)

001-33675

(Commission File Number)

84-1553387

(I.R.S. Employer Identification No.)

834-F South Perry Street, Suite 443
Castle Rock, CO

(Address of principal executive offices)

80104

(Zip Code)

Registrant's telephone number, including area code:

(303) 794-2000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

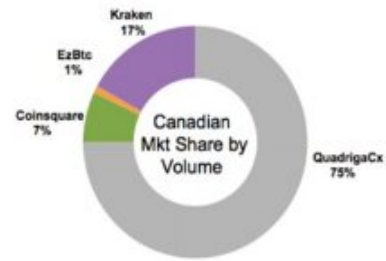
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b2 of the Securities Exchange Act of 1934 (§240.12b2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

STRATEGIC INVESTMENT: COINSQUARE

The company is experiencing explosive growth in a budding industry, already demonstrating strong potential



<https://www.ccsa.gc.ca>

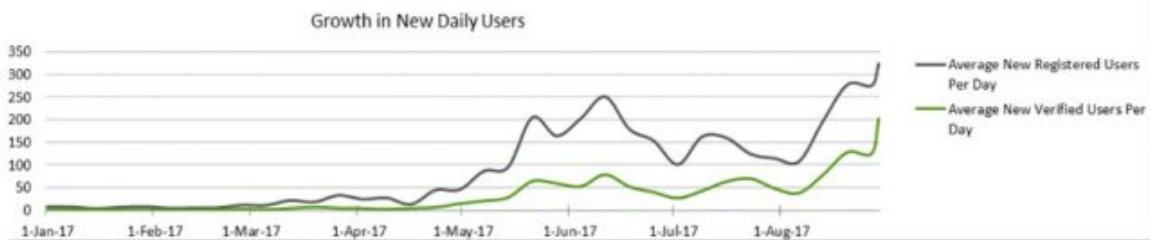


Exhibit 36

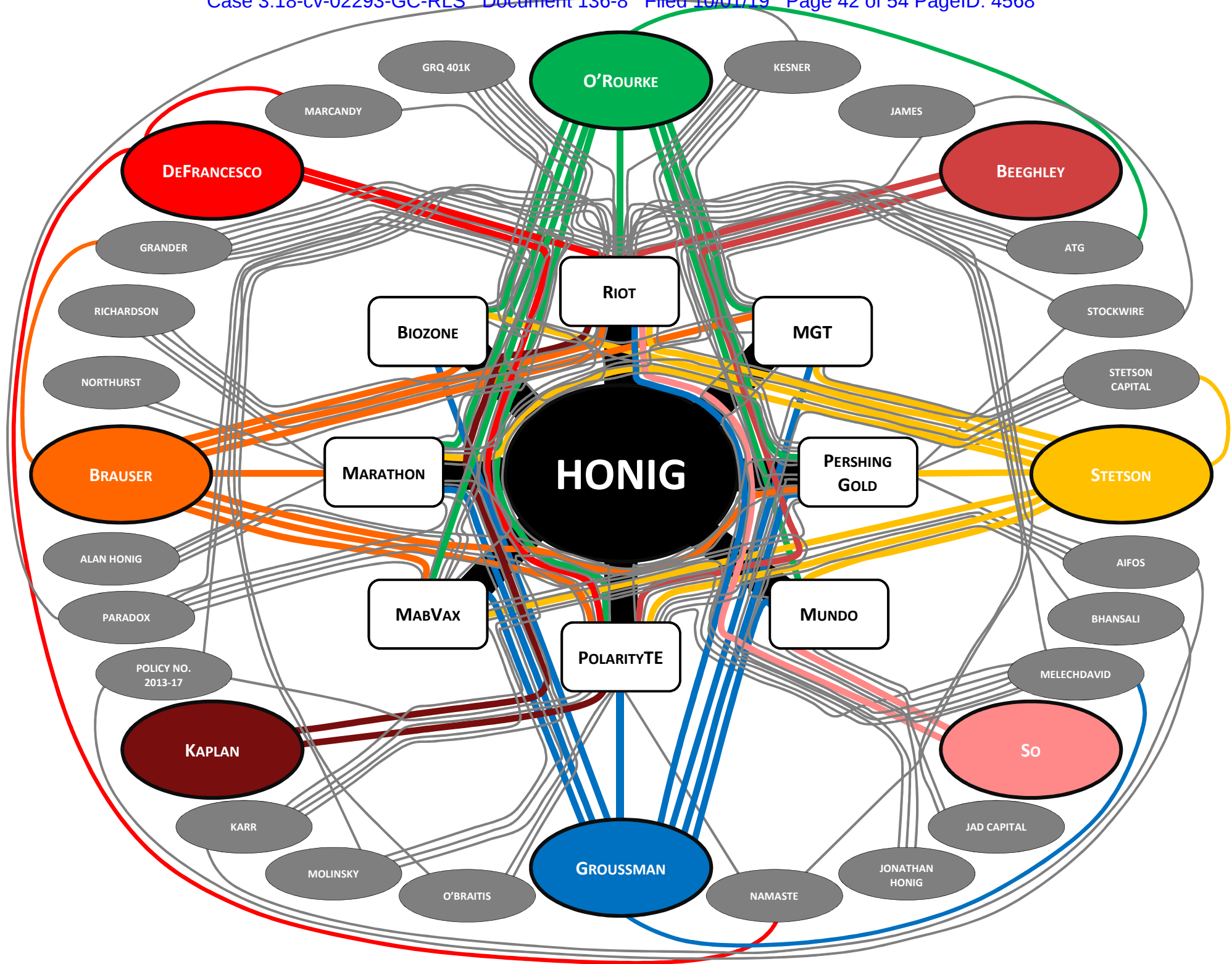
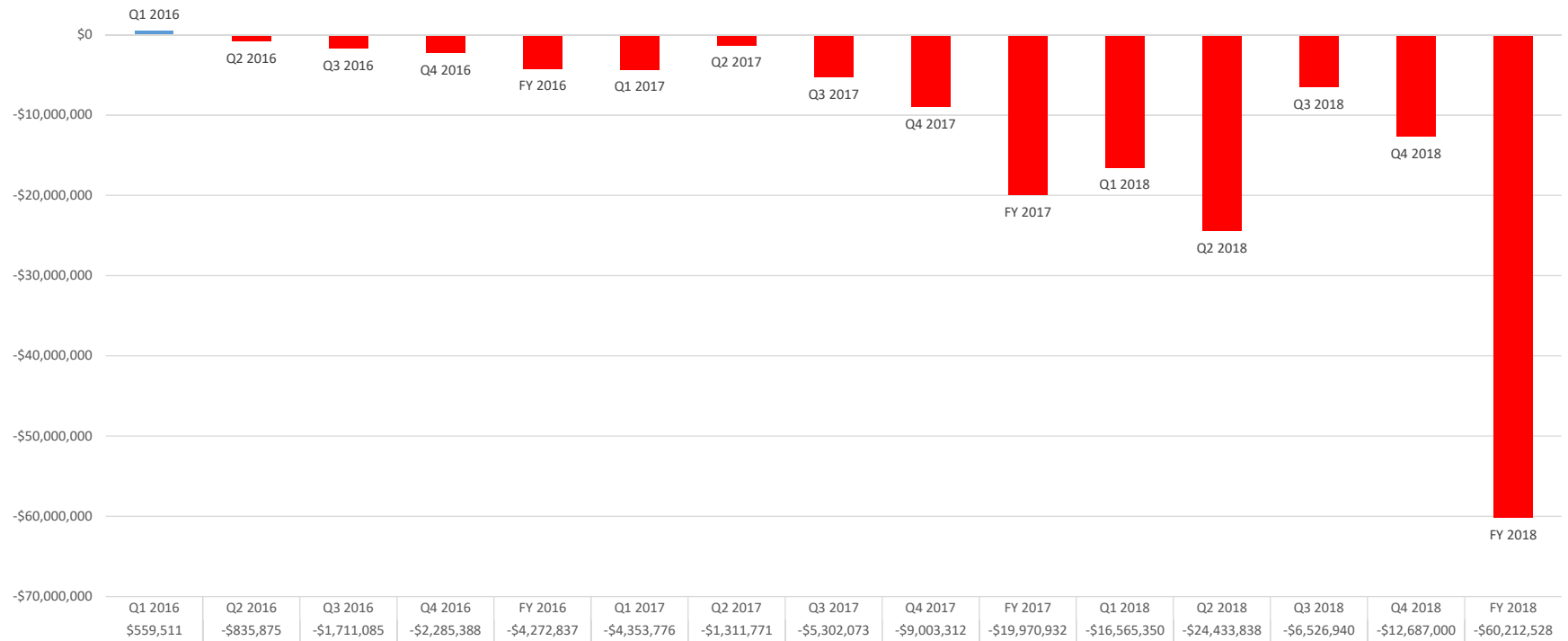


Exhibit 37

Riot Blockchain, Inc. - Net Income / Net Loss
2016-2018



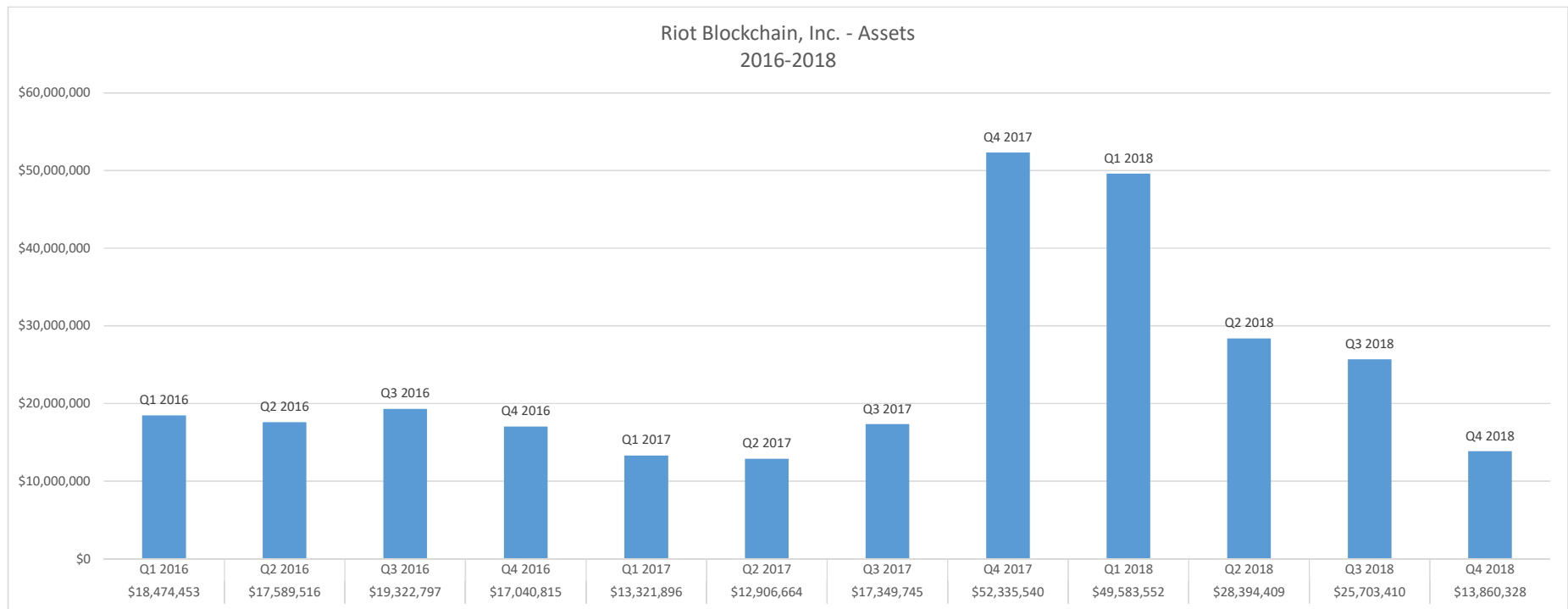


Exhibit 38

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Exhibit 39

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Karr Edward M (Last) (First) (Middle) C/O MAJESCO ENTERTAINMENT COMPANY, 4041-T HADLEY ROAD (Street) S. PLAINFIELD, NJ 07080 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MAJESCO ENTERTAINMENT CO [COOL] 3. Date of Earliest Transaction (MM/DD/YYYY) 12/1/2016	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below) FORMER DIRECTOR
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			CodeV	Amount(A) or (D)Price			
Common Stock, par value \$0.001	12/1/2016		A	15000 (1)A(1)	40000 (2)	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				CodeV	(A)(D)	Date ExercisableExpiration Date	TitleAmount or Number of Shares				

Explanation of Responses:

- (1) Represents a restricted stock award (the "Restricted Stock Award") pursuant to the Issuer's 2017 Equity Incentive Plan (the "Plan"), which Plan is subject to stockholder approval.
- (2) Represents (i) the Restricted Stock Award, (ii) a restricted stock award of 8,333 shares granted pursuant to the Issuer's 2014 Equity Incentive Plan and (iii) a restricted stock award of 16,667 shares granted pursuant to the Issuer's 2016 Equity Incentive Plan of which 50% vested on April 25, 2016 and 50% vested on December 1, 2016.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karr Edward M C/O MAJESCO ENTERTAINMENT COMPANY 4041-T HADLEY ROAD S. PLAINFIELD, NJ 07080				FORMER DIRECTOR

Signatures

/s/ Edward Karr

12/5/2016

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Exhibit 40

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Beeghley Michael Martin (Last) (First) (Middle) C/O MAJESCO ENTERTAINMENT COMPANY, 4041-T HADLEY ROAD (Street) S. PLAINFIELD, NJ 07080 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MAJESCO ENTERTAINMENT CO [COOL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) 12/1/2016		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001	12/1/2016		A		15000 (1)	A	(1)	28541 (2)	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)														
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

(1) Represents a restricted stock award (the "Restricted Stock Award") pursuant to the Issuer's 2017 Equity Incentive Plan (the "Plan"), which Plan is subject to stockholder approval.

(2) Represents (i) the Restricted Stock Award, (ii) a restricted stock award of 8,333 shares granted pursuant to the Issuer's 2014 Equity Incentive Plan and (iii) a restricted stock award of 5,208 shares granted pursuant to the Issuer's 2016 Equity Incentive Plan of which 50% vested on April 25, 2016 and 50% vested on December 1, 2016.

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beeghley Michael Martin C/O MAJESCO ENTERTAINMENT COMPANY 4041-T HADLEY ROAD S. PLAINFIELD, NJ 07080	X			

Signatures

/s/ Michael Bheeghley

12/5/2016

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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